

Exhibit D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2000
OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

001-13836
(COMMISSION FILE NUMBER)

TYCO INTERNATIONAL LTD.

(Exact name of registrant as specified in its charter)

BERMUDA
(Jurisdiction of Incorporation)

NOT APPLICABLE
(IRS Employer Identification No.)

THE ZURICH CENTRE, SECOND FLOOR, 90 PITTS BAY ROAD, PEMBROKE, HM 08, BERMUDA
(Address of registrant's principal executive office)

441-292-8674*
(Registrant's telephone number)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS
COMMON SHARES, PAR VALUE \$0.20

NAME OF EACH EXCHANGE ON WHICH REGISTERED
NEW YORK STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III or this Form 10-K or any amendment to this Form 10-K. /X/.

The aggregate market value of voting common shares held by nonaffiliates of registrant was \$98,909,627,685 as of December 6, 2000.

The number of common shares outstanding as of December 6, 2000 was 1,748,649,762.

DOCUMENTS INCORPORATED BY REFERENCE

See pages 22 to 24 for the exhibit index.

* The executive offices of Registrant's principal United States subsidiaries are located at One Tyco Park, Exeter, New Hampshire 03833. The telephone number there is (603) 778-9700.

Promissory Notes and all other amounts payable by the Borrower under the Financing Documents shall have been paid in full. If at any time any payment of principal of or interest on any Promissory Note or any other amount payable by the Borrower under the Financing Documents is rescinded or must be otherwise restored or returned upon the insolvency, bankruptcy or reorganization of the Borrower or otherwise, the Guarantor's obligations hereunder with respect to such payment shall be reinstated at such time as though such payment had been due but not made at such time.

SECTION 10.04. WAIVER BY THE GUARANTOR. The Guarantor irrevocably waives acceptance hereof, presentment, demand, protest and any notice not provided for herein, as well as any requirement that at any time any action be taken by any Person against the Borrower or any other Person.

SECTION 10.05. SUBROGATION. Upon making any payment hereunder with respect to the Borrower, the Guarantor shall be subrogated to the rights of the payee against the Borrower with respect to such payment; PROVIDED that the Guarantor shall not enforce any payment by way of subrogation until all amounts of principal of and interest on the Promissory Notes and all other amounts payable by the Borrower under the Financing Documents have been paid in full.

SECTION 10.06. STAY OF ACCELERATION. In the event that acceleration of the time for payment of any amount payable by the Borrower under any Financing Document is stayed upon insolvency, bankruptcy or reorganization of the Borrower, all such amounts otherwise subject to acceleration under the terms of this Agreement shall nonetheless be payable by the Guarantor hereunder forthwith on demand by the Required Banks.